

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**Exhibit A**  
**[PROPOSED] Order**

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**[PROPOSED] ORDER APPROVING  
SUPPLEMENTAL MOTION AUTHORIZING  
DEBTORS PURSUANT TO 11 U.S.C. §§ 105,  
363(b), 507(a), AND 541(d) AND FED. R.  
BANKR. P. 6004 TO PAY PREPETITION  
TAXES AND ASSESSMENTS AND GRANTING  
RELATED RELIEF**

1           Upon the Supplemental Motion, dated March 6, 2019 (the “**Supplemental Motion**”),<sup>1</sup> of PG&E  
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and  
3 debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases  
4 (the “**Chapter 11 Cases**”), with respect to the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363,*  
5 *507(a), and 541(d) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Certain*  
6 *Prepetition Taxes and Assessments and Granting Related Relief* [Docket No. 11] (the “**Tax Motion**”),  
7 seeking authority to pay the Additional Pass Through Fees in the approximate aggregate amount of \$170  
8 million, all as more fully set forth in the Supplemental Motion; and this Court having jurisdiction to  
9 consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order*  
10 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and  
11 Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern  
12 District of California (the “**Bankruptcy Local Rules**”); and consideration of the Supplemental Motion  
13 and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper  
14 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined  
15 that notice of the Supplemental Motion as provided to the parties listed therein is reasonable and  
16 sufficient, and it appearing that no other or further notice need be provided; and this Court having  
17 reviewed the Supplemental Motion, the Tax Motion, the Wells Declaration, and the Caron Declaration;  
18 and this Court having held a hearing on the Supplemental Motion; and this Court having determined that  
19 the legal and factual bases set forth in the Supplemental Motion and the Tax Motion establish just cause  
20 for the relief granted herein; and it appearing that the relief requested in the Supplemental Motion is in  
21 the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and upon  
22 all of the proceedings had before this Court and after due deliberation and sufficient cause appearing  
23 therefor,

24           **IT IS HEREBY ORDERED THAT:**

- 25           1.       The Supplemental Motion is granted, as provided herein.
- 26
- 27

28           <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Supplemental Motion.

2. The Debtors are authorized, but not directed to pay all Additional Pass Through Fees that are due and payable and relate to the period prior to the Petition Date.

3. Banks and financial institutions are authorized, but not directed, at the Debtors' request, to receive, process, honor and pay, to the extent of funds on deposit, any and all checks issued or to be issued or electronic funds transfers requested or to be requested by the Debtors relating to the Additional Pass Through Fees.

4. Nothing contained in this Order, the Supplemental Motion, or the Tax Motion is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise any payment made pursuant to this Order is not intended to be and shall not be construed as an admission of the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

5. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

6. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

\*\* END OF ORDER \*\*